

GREENBRIER

LEASING COMPANY LLC

RECORDATION NO 27586-6 FILED
Greenbrier Leasing Company LLC
DEC 10 09 3-40 PM
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553
SURFACE TRANSPORTATION BOARD

December 8, 2009

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

RECEIVED
DEC 10 2009
MANAGEMENT
STB

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are one (1) originals and four (4) photocopies of a Memorandum of Lease Agreement dated November 6, 2009 for Schedule No. 5 dated as of November 6, 2009, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated January 26, 2007, which was duly filed and recorded on August 4, 2008 and assigned Recordation Number 27586.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: The Kansas City Southern Railway Company
427 West 12th Street
Kansas City, MO 64105

A description of the railroad equipment covered by the enclosed document is:

Fifteen (15) Auto-Max II® railcars bearing AOK reporting marks, numbered as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
December 8, 2009
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated November 6, 2009 for Schedule
No. 5.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" being more prominent than the last name "Grether".

Sheri Clarke Grether
Paralegal

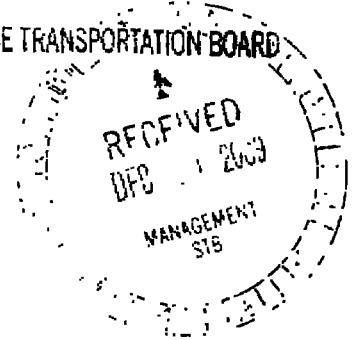
SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

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3-40 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

***THE KANSAS CITY SOUTHERN RAILWAY COMPANY
(LESSEE)***

JANUARY 26, 2007

SCHEDULE NO. 5

NOVEMBER 6, 2009

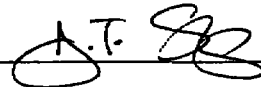
Memorandum of a Lease Agreement for Schedule No. 5 dated November 6, 2009, to that certain Lease Agreement dated by January 26, 2007, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

WITNESSETH:

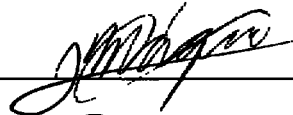
1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifteen (15) Auto-Max II® railcars bearing reporting marks and numbers as set forth on the attached Rail Equipment List.
2. Schedule No. 5 thereto shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 5 as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING COMPANY LLC

By: 
Title: President

LESSEE: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

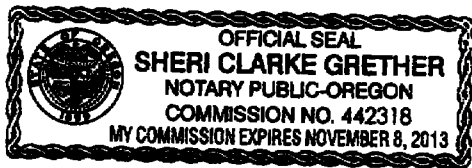
By: 
Title: VP Business Solutions

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 7th day of December, 2009, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that ~~she~~ is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said entity, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~ his free act and deed.



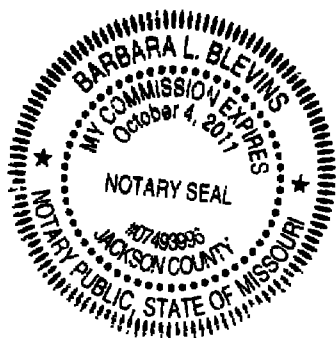
Sheri Clarke Grether
NOTARY PUBLIC FOR OREGON
My commission expires: 11-8-2013

STATE OF Missouri

)
) ss.
)

COUNTY OF Jackson

On this 9 day of November, 2009, before me personally appeared Jaime Marquez, to me personally known, who being by me duly sworn, says that s/he is the VP Business Solutions of The Kansas City Southern Railway Company, that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Barbara L. Blevins
NOTARY PUBLIC
My commission expires: _____

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number
AOK	502221
AOK	502233
AOK	502234
AOK	502235
AOK	502236
AOK	502241
AOK	502247
AOK	502249
AOK	502252
AOK	502254
AOK	502255
AOK	502257
AOK	502258
AOK	502260
AOK	502261